



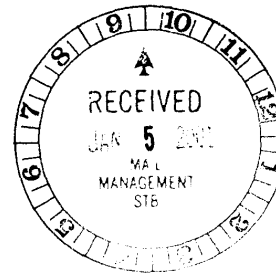
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SURFACE TRANSPORTATION BOARD



January 4, 2001

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 700
Washington D.C. 20423

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of December 18, 2000 between the following parties:

Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC
1211 Avenue of the Americas, New York, NY 10036

Lessee: FEED INGREDIENT TRADING
278 Delaware Ave
Delmar, NY 12054

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC and Lessee: FEED INGREDIENT TRADING covering 30 covered hopper railcars with reporting marks and numbers – CEFX 17746-152220, NOT INCLUSIVE

Please file this memorandum as a SECONDARY document to Recordation #22727 dated 1/20/00 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler
Administrator

enclosure

RECORDATION NO. 22727-B FILED

MEMORANDUM OF RAILCAR LEASE

JAN 05 '01

12-06 PM

THIS MEMORANDUM OF RAILCAR LEASE dated as of December, 2000, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and FEED INGREDIENT TRADING CORPORATION, a New York corporation, with an address at 278 Delaware Ave., Delmar, NY 12054 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of November 5, 1999 covering the equipment listed on Schedule A hereto (the "Equipment") pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on January 20, 2000 as recordation number 22727.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

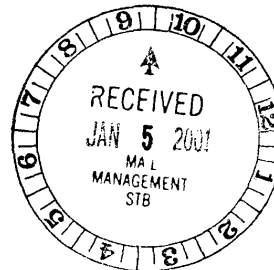
THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: Richard M. Latini
Name: Richard M. LATINI
Title: V.P. LEASING

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

FEED INGREDIENT TRADING CORPORATION

By: Richard E. Casler
Name: RICHARD E. CASLER
Title: President



Schedule A

Quantity
30

Equipment Description
4750 c.f covered hopper cars
with gravity gates and round
hatches

Car Marks & Numbers
Listed below

	Mark	Number		Mark	Number
1	CEFX	17746	16	CEFX	18765
2	CEFX	18704	17	CEFX	18766
3	CEFX	18707	18	CEFX	18770
4	CEFX	18713	19	CEFX	18772
5	CEFX	18716	20	CEFX	18773
6	CEFX	18717	21	CEFX	18775
7	CEFX	18723	22	CEFX	18787
8	CEFX	18727	23	CEFX	18789
9	CEFX	18734	24	CEFX	18790
10	CEFX	18740	25	CEFX	18792
11	CEFX	18741	26	CEFX	18793
12	CEFX	18742	27	CEFX	151398
13	CEFX	18747	28	CEFX	151399
14	CEFX	18759	29	CEFX	151823
15	CEFX	18762	30	CEFX	152220